



**ATTORNEY DOCKET NO. 14103.0001**

**DECLARATION AND POWER OF ATTORNEY  
FOR PATENT APPLICATION**

Original    Supplemental    Substitute    PCT

**As a below named inventor, I hereby declare that:**

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled "**AFFILIATE COMMERCE SYSTEM AND METHOD**", which is described and claimed in the specification

(check one)  which is attached hereto, or  
 which was filed on September 17, 1999, as United States Application No.  
09/398,268 and with amendments through (if applicable), or  
 in International Application No. PCT/, filed , and as amended on (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose all information known by me to be material to the patentability of the claims of this application in accordance with Title 37, Code of Federal Regulations, §1.56.

I hereby claim foreign priority benefits under Title 35, United States Code §119 (a)-(d) or §365(b) of any foreign application(s) for patent or inventor's certificate, or §365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed:

PRIOR FOREIGN APPLICATIONS: (ENTER BELOW IF APPLICABLE)			PRIORITY CLAIMED (MARK APPROPRIATE BOX BELOW)	
APP. NUMBER	COUNTRY	DAY/MONTH/YEAR FILED	YES	NO

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below.

APPLICATION NUMBER	FILING DATE
60/100,697	September 17, 1998

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose all information known by me to be material to the patentability of the claims of this application as defined in Title 37, Code of Federal Regulations, §1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

APPLICATION SERIAL NO.	FILING DATE	STATUS (MARK APPROPRIATE COLUMN BELOW)		
		PATENTED	PENDING	ABANDONED

I hereby appoint the following attorneys and/or agent(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

William H. Needle	Reg. No. 26,209	Jacqueline M. Hutter	Reg. No. P-44,792
Sumner C. Rosenberg	Reg. No. 28,753	Matthew D. Josephic	Reg. No. 43,699
David G. Perryman	Reg. No. 33,428	David S. Kerven	Reg. No. 43,712
Mitchell A. Katz	Reg. No. 33,919	Lori L. Kerber	Reg. No. 41,113
Gregory J. Kirsch	Reg. No. 35,572	Janice A. Kimpel	Reg. No. 42,734
Gwendolyn D. Spratt	Reg. No. 36,016	Tina W. McKeon	Reg. No. 43,791
Nagendra Setty	Reg. No. 38,300	Mary L. Miller	Reg. No. 39,303
D. Andrew Floam	Reg. No. 34,597	Mark A. Murphy	Reg. No. 42,915
William R. Johnson	Reg. No. 32,875	Lance D. Reich	Reg. No. 42,097
Allan G. Altera	Reg. No. 40,274	Lisa A. Samuels	Reg. No. 43,080
Bryan W. Bockhop	Reg. No. 39,613	Clark G. Sullivan	Reg. No. 36,942
John L. Capone	Reg. No. 41,656	Lawrence A. Villanueva	Reg. No. 43,968
Kean J. DeCarlo	Reg. No. 39,954	Mitchell G. Weatherly	Reg. No. 40,864
LaVonda R. DeWitt	Reg. No. 40,396	Tim T. Xia	Reg. No. P-45,242

Address all telephone calls to Gregory J. Kirsch at telephone no. (404) 688-0770.

Address all correspondence to:

Gregory J. Kirsch, Esq.  
NEEDLE & ROSENBERG, P.C.  
Suite 1200, The Candler Building  
127 Peachtree Street, N.E.  
Atlanta, Georgia 30303-1811

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: D. Delano Ross, Jr.

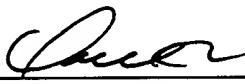
Inventor's signature:  Date: 11/22/89

Residence: 1040 Vinebrook Lane, Alpharetta, Georgia 30005

Post Office Address: 1040 Vinebrook Lane, Alpharetta, Georgia 30005

Citizenship: U.S.A.

Full name of second inventor: Daniel D. Ross

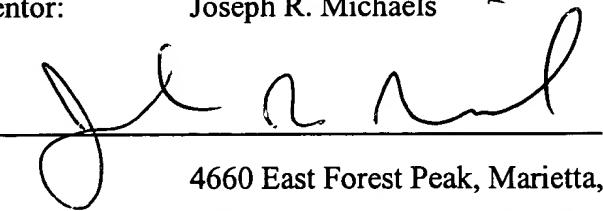
Inventor's signature:  Date: 11/22/89

Residence: 1859 Tennille Court, Dunwoody, Georgia 30338

Post Office Address: 1859 Tennille Court, Dunwoody, Georgia 30338

Citizenship: U.S.A.

Full name of third inventor: Joseph R. Michaels

Inventor's signature:  Date: 11/22/89

Residence: 4660 East Forest Peak, Marietta, Georgia 30066

Post Office Address: 4660 East Forest Peak, Marietta, Georgia 30066

Citizenship: U.S.A.

Full name of fourth inventor: William R. May

Inventor's signature: W. R. May Date: Nov 22, 1991

Residence: 1394 Emory Road, N.E., Atlanta, Georgia 30306

Post Office Address: 1394 Emory Road, N.E., Atlanta, Georgia 30306

Citizenship: U.S.A.

Full name of fifth inventor: Richard A. Anderson

Inventor's signature: R. A. Anderson Date: Nov 22 1991

Residence: 4893 Country Cove Way, Powder Springs, Georgia 30127

Post Office Address: 4893 Country Cove Way, Powder Springs, Georgia 30127

Citizenship: U.S.A.



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Applicant or Patentee: D. Delano Ross Jr., Daniel D. Ross, Joseph R. Michaels, William R. May and Richard A. Anderson

For: **"AFFILIATE COMMERCE SYSTEM AND METHOD"**

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) and 1.27(d)) - SMALL BUSINESS CONCERN**

I hereby declare that I am

the owner of the small business concern identified below:  
 an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN: Nexchange Corporation  
ADDRESS OF CONCERN: 500 Sugar Mill Road  
Suite 120-B  
Atlanta, Georgia 30350

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18(d), for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled "**AFFILIATE COMMERCE SYSTEM AND METHOD**" by inventor(s) D. Delano Ross Jr., Daniel D. Ross, Joseph R. Michaels, William R. May and Richard A. Anderson described in the specification filed September 17, 1999, as United States Application No. 09/398,268.

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below\* and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 CFR 1.9(d) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

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\*NOTE: Separate verified statements are required for each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

NAME: N/A

ADDRESS:

INDIVIDUAL  SMALL BUSINESS CONCERN  NONPROFIT ORGANIZATION

NAME: N/A

ADDRESS:

INDIVIDUAL  SMALL BUSINESS CONCERN  NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING: Mike Jacobs

TITLE IN ORGANIZATION: Vice President for Finance/Accounting

ADDRESS OF PERSON SIGNING: Nexchange Corporation  
500 Sugar Mill Road  
Suite 120-B  
Atlanta, Georgia 30350

SIGNATURE



DATE 11/22/99